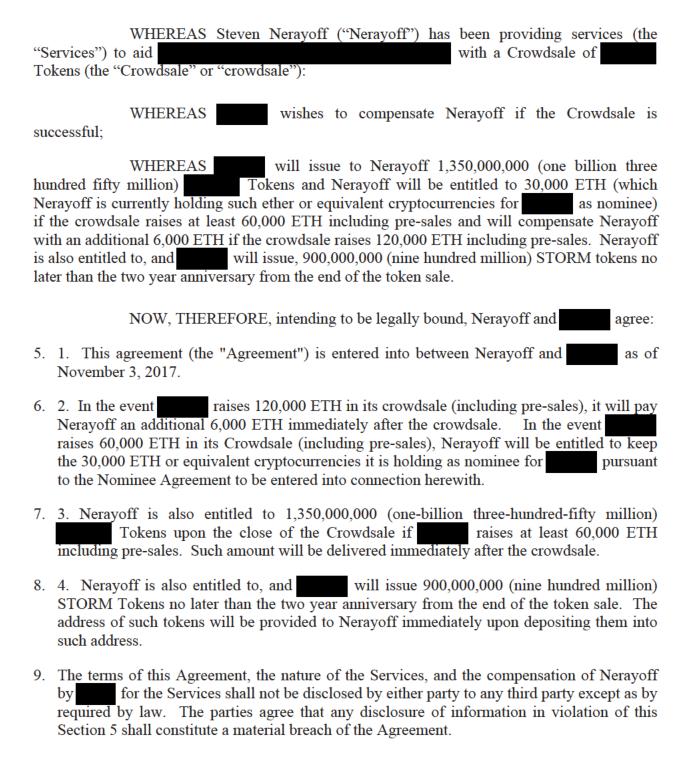
SERVICES PAYMENT AGREEMENT

WITNESSETH:



- 10. The interpretation, validity and enforcement of this Agreement, and all legal actions brought under or in connection with the subject matter of this Agreement, shall be governed by the law of the State of New York (except that any conflicts-of-law principles of such state that would result in the application of the law of another jurisdiction shall be disregarded) and shall be brought only in the United States District Court for the Southern District of New York or, if such court would not have jurisdiction over the matter, then only in a New York State court sitting Nassau County, New York. Each party submits to the exclusive jurisdiction of these courts and agrees not to commence any legal action under or in connection with the subject matter of this Agreement in any other court or forum.
- 11. This Agreement constitutes the entire agreement between the parties, and replaces and supersedes any and all prior agreements between them. This Agreement may not be amended except in a writing signed by both parties.
- 12. This Agreement may be executed on separate counterparts, any one of which need not contain signatures of more than one party, but all of which when taken together shall constitute one and the same agreement.

By: Steven Mirayoff 17/2017

STEVEN NERAYOFF

